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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)
In re:) Case No. 09-50026 (REG)
) (Jointly Administered)
GENERAL MOTORS CORPORATION,) Chapter 11
et al.,)
Debtors.)

**NOTICE OF WITHDRAWAL OF LIMITED OBJECTION OF EATON
CORPORATION TO THE DEBTORS PROPOSED ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS BASED ON
THE CURE AMOUNTS PROPOSED IN CONNECTION THEREWITH**

NOW COMES Eaton Corporation, and, for itself and its affiliates (collectively “Eaton”), hereby withdraws its Limited Objection To The Debtors Proposed Assumption And Assignment Of Certain Executory Contracts Based On The Cure Amounts Proposed In Connection Therewith [Docket No. 1224] filed in response to the Order Pursuant to 11 U.S.C. §§ 105, 363, and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 (I) Approving Procedures for Sale of Debtors’ Assets Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice

Procedures and Approving Form of Notice [Docket No. 274].

Dated: July 2, 2009

/s/ *Christine M. Pierpont*

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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing **LIMITED OBJECTION OF EATON CORPORATION** was, in addition to ECF electronic service, served by first class U.S. mail, this 2nd day of July, 2009, on the persons set forth below.

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/s/ *Christine M. Pierpont*
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